

**ARTICLES OF INCORPORATION  
OF  
BE THEIR DIFFERENCE, INC.**

**ARTICLE I  
NAME**

The name of the corporation is: Be Their Difference, Inc. (the "Corporation").

**ARTICLE II  
PURPOSES AND POWERS**

(1) The Corporation is organized and operated exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future federal tax code. In carrying out its corporate purposes, the Corporation shall have all the powers allowed corporations by Chapter 273 of the Kentucky Revised Statutes.

(2) In furtherance of the general purposes in ARTICLE II(1) above, and in coordination with the philosophy of the Corporation set forth in the Corporation's Bylaws (the "Bylaws") and other documents, authorized by the Corporation's Board of Directors, the particular purposes of the Corporation are as follows:

- (a) To solicit and acquire by gift, exchange or otherwise, property of any and all kinds, and to sell, transfer and otherwise dispose of any property it so acquires;
- (b) To receive, accept and maintain, including investment and administration, as assets of the Corporation (permanent asset funds), any property, whether real, personal, or mixed, by way of gift, bequest, devise, or purchase from any person, firm, trust, or corporation, to be held, administered, and disposed of exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Code, and in accordance with, and pursuant to, the provisions of these Articles of Incorporation; but no gift, bequest, devise, or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principal to any organization other than a "charitable organization" or for any purposes other than a "charitable purpose" which would jeopardize the status of the Corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Code;
- (c) To manage and administer, including the ability to designate and coordinate with selected trustees or corporate trust companies, the investment, holding and disbursement of funds over which the

Corporation has been appointed to said duties, in conformity with guidelines established in grant or trust documents and all guidelines established by the Corporation, and consistent with the Corporation's charitable purposes and all applicable law and regulation; such management and/or administration may include establishment of such funds required by separate gift restrictions, donor request, Corporation procedures, gift description, or otherwise, and hiring, where appropriate, duly qualified investment managers for any, or all, of such funds, as independent contractors. The funds so managed will generally be nonpermanent or pass-through funds (which may include restricted, unrestricted, designated and advised funds) or funds intended to constitute a future endowment, but which are to be managed as pass-through funds until the occurrence of a granting event (for example, charitable remainder trusts).

(3) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its trustees, directors, officers or others private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Purpose clause hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislature, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

(4) Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

(5) The Corporation shall neither have, nor exercise any power, nor shall it directly or indirectly engage in any activity, that would:

- (a) prevent it from obtaining or maintaining exemption from federal income taxation as a corporation described in Section 501(c)(3) of the Code;
- (b) cause it to lose its exempt status under Section 501(c)(3) of the Code;

- (c) cause it to be operated for the primary purpose of carrying on a trade or business for profit;
- (d) result in a substantial part of its activities consisting of carrying on propaganda or otherwise attempting to influence legislation;
- (e) involve participating in, or intervening in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office;
- (f) violate applicable federal, state, or local laws;
- (g) result in any prohibited transactions described in Section 503 of the Code;
- (h) cause it to accumulate income, invest income, or divert income, in a manner that would endanger its exempt status by virtue of Section 504 of the Code;
- (i) accumulate income so as to be subject to corporate tax under Section 4942 of the Code; or
- (j) result in any act of self-dealing, retaining any excess business holdings, making any investment which would subject it tax under Section 4944 of the Code, or making any taxable expenditures.

### **ARTICLE III**

#### **DURATION**

The Corporation shall have perpetual existence.

### **ARTICLE IV**

#### **MEMBERSHIP**

There shall be no Members of the Corporation. The management of the affairs of the Corporation shall be vested in a Board of Directors, as defined in the Bylaws.

### **ARTICLE V**

#### **BOARD OF DIRECTORS**

(1) All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors.

(2) The Board of Directors shall consist of such number of individuals as may be fixed in accordance with the Bylaws; provided, however, that the Board of Directors shall not consist of fewer than three (3) individuals.

(3) The names and addresses of the persons who are to serve as the initial directors are:

- (a) Glenna Bevin - 17513 Pope Dale Rd., Louisville, KY 40245
- (b) Amy Sarin - 17513 Pope Dale Rd., Louisville, KY 40245
- (c) Lisa S. Clark - 9820 Boxford Way, Louisville KY 40242

(4) A director may be removed as provided in the Bylaws.

(5) None of the private property of any director of the Corporation shall be subject to any of the Corporation's debts and liabilities.

## **ARTICLE VI**

### **OFFICERS**

The Bylaws shall identify the Corporation's officers and described their duties.

## **ARTICLE VII**

### **CONTRACTS OR TRANSACTION OF BUSINESS WITH DIRECTORS**

No pecuniary profit shall be received by any director from the operation of the Corporation by reason of his or her status as a director. Any contract or transaction of business between the Corporation and one (1) or more of its directors, or with any corporation or association in which any of its directors is a stockholder, director or officer, shall not be invalidated or affected solely by the fact that such director or directors have or may have interests therein which are or might be adverse to the interests of the Corporation; provided, however, that a director having an interest adverse to that of the Corporation shall disclose such interest to the Board of Directors, and shall not vote on any matter involving such interest, although he or she may be counted in determining the existence of a quorum. The Corporation shall be prohibited from making loans to any of the directors or officers.

## **ARTICLE VIII**

### **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

(1) To the fullest extent permitted by, and in accordance with the provisions of, Kentucky law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the Corporation against expenses (including, but not limited to, attorney's fees), judgments, taxes, penalties, fines (including, but not limited to, any excise tax assessed with respect to any employee benefit plan) and amounts paid in settlement (collectively, a "liability"), incurred by such director or officer in connection with defending any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) to which such director or officer is, or is threatened to be made, a party because such director or officer is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a member, director, officer, partner, trustee or agent of another domestic or foreign corporation, partnership, limited liability company, joint venture, trust or other enterprise.

A director or officer of the Corporation shall be considered to be serving an employee benefit plan at the Corporation's request if the duties of such director or officer to the Corporation also impose duties on, or otherwise involve services by, such director or officer to the plan or to participants in or beneficiaries of the plan.

(2) To the fullest extent authorized or permitted by, and in accordance with the provisions of Kentucky law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of ARTICLE VIII, the Corporation shall pay or reimburse expenses (including, but not limited, to, attorney's fees) incurred by a director or officer of the Corporation who is a party to a proceeding in advance of final disposition of such proceeding.

(3) The indemnification against liability and advancement of expenses provided by, or granted pursuant to, this ARTICLE VIII shall, to the fullest extent authorized or permitted by, and in accordance with the provisions of Kentucky law, as the same exists or may hereafter be amended, but only to the extent not in conflict with the provisions of ARTICLE VIII, not be deemed exclusive of other rights, if any, to which such director or officer of the Corporation seeking such indemnification or advancement may be entitled under the Bylaws or any agreement, action of disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office of the Corporation, shall continue as to a person who has ceased to be a director or officer of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such a person.

(4) Any repeal or modification of this ARTICLE VIII shall not adversely affect any right or protection of a director or officer of the Corporation under this ARTICLE VIII with respect to any act or omission occurring prior to the time of such repeal or modification.

## **ARTICLE IX**

### **DISSOLUTION**

Dissolution shall be accomplished in accordance with Chapter 273 of the Kentucky Revised Statutes or its successor. Upon dissolution of the Corporation, the assets of the Corporation shall be applied and distributed as follows:

(a) All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provision shall be made therefor.

(b) Assets that have been received and are held by the Corporation subject to limitations permitting their use only for charitable, scientific, literary, religious, educational or similar purposes shall be transferred or conveyed to (i) one or more corporations, societies or organizations organized under the laws of any state that are exempt under Section 501(c)(3) of the Code, (ii) the Federal government or (iii) a state or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law.

(c) Other assets, if any, shall be transferred or conveyed to (i) one or more corporations, societies or organizations organized under the laws of any state that are exempt under Section 501(c)(3) of the Code, (ii) the Federal government or (iii) a state or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law.

(d) Any assets not disposed of pursuant to the previous provisions of this ARTICLE IX shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, to such organizations, as the court shall determine, which are organized and operated exclusively for charitable purposes and are exempt under Section 501(c)(3) of the Code.

## **ARTICLE X**

### **LIMITATION OF DIRECTOR LIABILITY**

No director shall be personally liable to the Corporation for monetary damages for breach of his or her duties as a director, except as liability:

- (a) For any transaction in which the directors' personal financial interest is in conflict with the financial interests of the Corporation;
- (b) For acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be in violation of law; or
- (c) For any transaction from which the director derives an improper personal benefit.

If the Kentucky Revised Statutes are amended after approval of this ARTICLE X to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Kentucky Revised Statutes, as so amended. Any repeal or modification of this ARTICLE X shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

## **ARTICLE XI**

### **REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office and the name of its registered agent at that address is:

Fort Phelps PLLC  
Nathan S. Fort & Andrew Phelps  
415 E Market Street, Suite 101  
Louisville, KY 40202

**ARTICLE XII**  
**PRINCIPAL OFFICE**

The mailing address for the Corporation's principal office is:

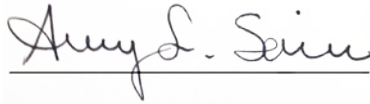
17513 Pope Dale Rd.  
Louisville, KY 40245

**ARTICLE XIII**  
**INCORPORATORS**

The name and address of the Incorporator is Ms. Amy Sarin, 17513 Pope Dale Rd, Louisville, KY 40245.

Dated April 19, 2016

**MS. AMY SARIN**



Ms. Amy Sarin, *Incorporator*

**CONSENT OF REGISTERED AGENT**

Pursuant to the provisions of KRS Chapter 273, the undersigned as the registered agent identified in Article XI of the Articles of Incorporation of Be Their Difference, Inc., hereby consents to serve the Corporation in that capacity until such time as such appointment is terminated or until the undersigned resigns in accordance with KRS Chapter 273.

**FORT PHELPS PLLC**



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Mr. Andrew Phelps